

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

EXHIBIT D-9
GENERAL CORPORATE ADVICE
590.5 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

**Delphi Corporation (DIP)
General Corporate Advice**

**Bill Date: 12/30/05
Bill Number: 1091378**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/10/05	6.80	PREPARE FOR (0.8) AND ATTEND (5.8) EDITORIAL BRIEFING SESSIONS IN NEW YORK CITY WITH S. MILLER, M. SITRICK AND B. ADRIAN; REVIEW MINUTES FOR OCTOBER 8TH BOARD OF DIRECTORS MEETING (0.2).
BUTLER, JR. J	10/11/05	0.30	REVIEW AND REVISE PRESS RELEASE (0.3).
BUTLER, JR. J	10/12/05	4.10	PREPARE FOR (0.3) AND PARTICIPATE IN (1.4) BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY; PREPARE FOR (0.4) AND PARTICIPATE IN (1.0) MEDIA PRESS CONFERENCE AT COMPANY IN TROY; REVIEW AND REVISE PRESS RELEASE (0.6); REVIEW RESOLUTIONS ETC. RE ADDITIONAL FILING SUBSIDIARIES (0.4).
BUTLER, JR. J	10/23/05	0.40	REVIEW AND REVISE WEEKLY READER TO BOARD (0.3); EMAILS FROM/TO S. MILLER RE SAME (0.1).
BUTLER, JR. J	10/27/05	0.30	REVIEW AND REVISE DRAFT PRESS RELEASE (0.3).
BUTLER, JR. J	10/30/05	0.60	REVIEW AND REVISE WEEKLY READER TO BOARD (0.4); EMAILS FROM/TO S. MILLER RE SAME (0.2).
BUTLER, JR. J	11/02/05	0.50	REVIEW MINUTES OF OCTOBER 12TH BOARD MEETING (0.2); REVIEW AND FOLLOW-UP ON DRAFT PRESS STATEMENT (0.3).
BUTLER, JR. J	11/06/05	1.10	REVIEW AND REVISE WEEKLY READER FOR BOARD OF DIRECTORS (0.5); EMAILS FROM/TO S. MILLER (0.1); EMAIL FROM K. HEALY RE Q3 EARNINGS RELEASE (0.1); REVIEW RELEASE AND RELATED MATERIALS (0.4).
BUTLER, JR. J	11/07/05	0.80	CONTINUE TO REVIEW AND COMMENT ON Q3 FORM 10Q AND EARNINGS RELEASE MATERIALS (0.6); REVIEW AND COMMENT ON S. MILLER VOICEMAIL SCRIPT (0.2).
BUTLER, JR. J	11/16/05	2.70	PREPARE FOR (0.4) AND PARTICIPATE IN (2.3) BOARD OF DIRECTORS TELECONFERENCE MEETING.
BUTLER, JR. J	11/23/05	0.40	REVIEW DRAFT PRESS RELEASE AND COMMUNICATIONS PACKAGE RE BUSINESS PLAN ANNOUNCEMENT (0.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	11/30/05	0.30	BEGIN TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY (0.3).
		18.30	
COCHRAN EL	10/08/05	2.10	REVIEW AND COMMENT ON PRESS MATERIAL RE FILING (2.1).
COCHRAN EL	10/10/05	2.90	PARTICIPATED IN TELECONFERENCES WITH THE NYSE (0.9); REVIEW NYSE ISSUES WITH J. SHEEHAN (0.7); REVIEW 8-K ISSUES AND REDRAFT (1.3).
COCHRAN EL	10/11/05	3.70	REVIEW ISSUES RELATING TO SUSPENSION OF STOCK/BONDS FOR NYSE (2.3); REVIEW 8-K (1.4).
COCHRAN EL	10/12/05	4.50	PREPARED FOR BOARD MEETING (0.7); PARTICIPATED IN BOARD MEETING (1.1); REVIEW REVISED INVESTOR Q&AS (0.6); REVIEW REGULATION FD ISSUE RE PRESS CONFERENCE (1.1); MONITORED PRESS CONFERENCE (1.0).
COCHRAN EL	10/13/05	3.10	REVIEW MILLER SPEECH (0.4); REVIEW EMPLOYEE Q&A (0.5); PREPARED RESOLUTION FOR ADDITIONAL ENTITY FILING (0.9); REVIEW 8-K ISSUES (1.3).
COCHRAN EL	10/14/05	3.60	REVIEW OCTOBER KEY MESSAGES STATEMENT (0.7); PREPARED DELPHI BOARD ACTION RE MOBILEARIA (1.6); REVIEW 8-K ISSUES RE DIP AND PENSION PLAN (1.3).
COCHRAN EL	10/17/05	1.30	REVIEW AND COMMENT ON KEY MESSAGES (0.8); REVIEW BENEFIT CHANGES RE 8-K (0.5).
COCHRAN EL	10/18/05	1.90	REVIEW 8-KS (1.9).
COCHRAN EL	10/21/05	3.00	REVIEW Q&A FOR SALES FORCE (1.7); REVIEW S. MILLER VMAIL SCRIPT (0.6); REVIEW 10Q (0.7).
COCHRAN EL	10/24/05	2.40	REVIEW 10Q DRAFT (2.4).
COCHRAN EL	10/25/05	3.40	REVIEW DRAFT 10Q AND PROVIDED OUTLINE FOR COMMENTS (3.4).
COCHRAN EL	10/26/05	2.80	REVIEW AND COMMENT ON DRAFT 10Q (2.8).
COCHRAN EL	10/28/05	2.10	REVIEW 10Q COMMENTS (2.1).
COCHRAN EL	10/31/05	4.00	REVIEW 10Q DRAFT (2.9); REVIEW 8-K DRAFT (1.1).
COCHRAN EL	11/01/05	2.30	REVIEW 10Q RE-DRAFT FROM COMPANY (2.3).
COCHRAN EL	11/02/05	2.50	REVIEW 10Q AND COMMENT ON SECTIONS (2.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

COCHRAN EL	11/03/05	2.30	REVIEW ISSUES IN ADVANCE OF MEETING RELATING TO DISCLOSURE, CLAIMS TRADING; ENVIRONMENTAL MATTER (0.6); REVIEW 10Q COMMENTS AND QUESTIONS FROM COMPANY (1.7).
COCHRAN EL	11/04/05	1.10	RESPONDED TO 10 Q QUESTION FROM CLIENT (1.1).
COCHRAN EL	11/07/05	3.10	REVIEW DRAFT 10Q PREPARED BY COMPANY (3.1).
COCHRAN EL	11/08/05	2.50	TELECONFERENCES WITH M. LOEB RE 10Q AND REVIEW OF ISSUES (2.5).
COCHRAN EL	11/11/05	1.50	REVIEWED AND COMMENTED ON KEY MESSAGES (1.5).
COCHRAN EL	11/16/05	5.20	PARTICIPATED IN BOARD MEETING (1.7); REVIEW ISSUES (1.4); MEETING WITH CLIENT RE STRATEGIC ISSUES (2.1).
COCHRAN EL	11/17/05	2.30	PARTICIPATED IN MEETING WITH CLIENT IN STRATEGY MATTERS (2.3).
COCHRAN EL	11/21/05	1.80	REVIEW DISCLOSURE ISSUES RE BUSINESS PLAN ANNOUNCEMENT (1.4); TELECONFERENCES WITH M. LOEB RE SEC ISSUES (0.4).
COCHRAN EL	11/28/05	0.40	REVIEW SEC ISSUES RE 8-KS (0.4).
COCHRAN EL	11/30/05	2.40	REVIEW AND COMMENT ON D&O PRESENTATION (2.4).
		68.20	
FRISHMAN LD	10/19/05	0.40	REVIEW AND GIVE COMMENTS ON DRAFT 8-K RE DIP (0.4).
FRISHMAN LD	10/20/05	0.20	REVIEW CHANGES TO DRAFT 8-K (0.2).
FRISHMAN LD	10/24/05	1.20	REVIEW DRAFT OF 10Q FOR THIRD QUARTER (1.2).
FRISHMAN LD	10/28/05	0.40	ADVICE TO P. LOZANO RE 8-K INTEREST (0.4).
FRISHMAN LD	10/31/05	1.10	REVIEW AND GIVE COMMENTS ON DRAFT 8-K RE FINAL DIP ORDER (1.1).
FRISHMAN LD	11/01/05	1.90	REVIEW AND GIVE COMMENTS ON FINANCING PORTIONS OF DRAFT 10Q (1.9).
FRISHMAN LD	11/18/05	0.50	REVIEW AND REVISE DRAFT 8-K LANGUAGE RE PENDING RESTATEMENT OF DIP (0.5).
		5.70	
LEFF NM	10/10/05	1.20	REVIEW AND REVISE 8K (0.9); TELECONFERENCE WITH M. LOEB RE SAME (.3).
LEFF NM	10/11/05	0.60	REVIEW REVISED 8-K FILING (0.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LEFF NM	10/12/05	1.00	REVIEW PROPOSED MATERIALS TO PLAN PARTICIPANT'S RE COMPANY STOCK FUND (1.0).
LEFF NM	10/17/05	0.20	REVIEW OF 8K (0.2).
LEFF NM	10/25/05	0.40	CONFERENCE WITH J. MULLIN RE PREPARATION OF EMPLOYMENT AND SEVERANCE FORM 8-K (0.4).
LEFF NM	10/27/05	1.20	REVIEW EMPLOYMENT FORM 8-K (1.2).
LEFF NM	11/05/05	0.80	REVIEW LATEST DRAFT OF FORM 10-K (0.8).
LEFF NM	11/07/05	0.40	REVIEW REVISED 10K (0.4).
		5.80	
MARAFIOTI KA	10/10/05	0.30	ANALYZE INQUIRIES RE TOPRS STATUS (0.3).
MARAFIOTI KA	10/14/05	2.20	ANALYZE POTENTIAL MOBILEARIA FILING (1.1); WORK ON ISSUES RE BANK CONSENT TO DELPHI RECEIVABLES FILING (0.1); REVIEW PETITIONS, CORPORATE AUTHORIZATION, AND BANK CONSENT RE MOBILEARIA, FURAKAWA, AND DELPHI RECEIVABLES (1.0).
MARAFIOTI KA	10/28/05	2.20	REVIEWED REVISED DRAFT 10Q (2.2).
MARAFIOTI KA	10/31/05	0.60	REVIEW AND REVISE 10Q (0.6).
MARAFIOTI KA	11/07/05	0.20	WORK RE 10Q (0.1); WORK ON ISSUES RE TOPRS (0.1).
MARAFIOTI KA	11/15/05	0.20	TELECONFERENCE FROM R. STARK RE TOPRS (0.2).
MARAFIOTI KA	11/18/05	0.20	ANALYZE TOPRS ISSUES (0.2).
		5.90	
Total Partner		103.90	

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

GIBSON ML	10/09/05	0.60	TELECONFERENCES AND CORRESPONDENCE RE PREPARATION FOR FILING FURUKAWA AND MOBILEARIA SUBSIDIARIES (0.3); REVIEWED AND DISTRIBUTED NEW DRAFT OF FORM 8-K (0.3).
GIBSON ML	10/10/05	5.50	REVISED 8-K AND REVIEWED ADDITIONAL DRAFTS OF SAME (0.6); MULTIPLE TELECONFERENCES RE NYSE MATTERS AND RELATED RESEARCH (0.6); RESEARCH RE FILING BY FURUKAWA AND MOBILEANA SUBS (0.5), REVIEWED AND REVISED CONSENTS/NOTICES FOR SUB FILINGS (1.8); DRAFTED SUMMARY FOR CLIENT (0.2); MULTIPLE TELECONFERENCES WITH CLIENT AND SHEARMAN RE SAME (0.2); MEETING WITH P. LOZANO RE COMMUNICATIONS AND SUBSIDIARY ISSUES (0.5); DISCUSSIONS AND CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE PREFERRED STOCK ISSUES (1.0); REVISED INVESTOR Q&A FOR PREFERRED STOCK MATTERS (0.4).
GIBSON ML	10/11/05	3.20	MULTIPLE TELECONFERENCES/DISCUSSIONS/CORRESPONDENCE WITH WORKING GROUP RE SUBSIDIARY FILING ISSUES (0.4); DELISTING ISSUES AND FORM 8-K (0.3); REVIEWED NYSE (0.2) AND SEC MATERIALS RE DELISTING (0.8); DRAFTED PARENT BOARD RESOLUTIONS FOR FILING (1.3); DISCUSSIONS RE COMMUNICATIONS ISSUES (0.2).
GIBSON ML	11/07/05	0.20	REVIEWED CORRESPONDENCE RE TRUST PREFERRED ISSUE (0.2).
GIBSON ML	11/17/05	1.40	REVIEWED CREDITORS COMMITTEE MATERIALS (0.3); CALLS/CORRESPONDENCE RE 8-K ISSUES (1.1).
GIBSON ML	11/18/05	0.50	TELECONFERENCES RE AGENDA MATTERS FOR MEETING PREPARATION (0.1); REVIEWED AND COMMENTED ON DRAFT 8-K LANGUAGE (0.4).
GIBSON ML	11/21/05	0.40	REVIEWED AND COMMENTED ON AGREEMENT FOR PBR (0.4).
GIBSON ML	11/22/05	0.40	REVIEWED KEY MESSAGES (0.2); REVIEW VERSION OF CONFIDENTIALITY AGREEMENT FOR PBR AND REVISED (0.2).
		12.20	
HUR J	10/10/05	1.50	RESEARCH 8-KS AND PRESS RELEASES RE DELISTING FROM NYSE AND REPORT FINDINGS (1.0); RESEARCH DE CORPORATIONS LAW (0.5).
HUR J	10/11/05	2.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.7); RESEARCH FILINGS RE ITEM 3.01 AND REPORT FINDINGS (2.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HUR J	10/12/05	2.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (2.5).
HUR J	10/13/05	3.50	REVIEW PRESS MATERIALS AND ANALYST REPORTS FOR BINDER UPDATE (0.5); RESEARCH ORGANIZATIONAL DOCUMENTS OF SUBSIDIARIES (3.0).
HUR J	10/14/05	3.20	REVIEW PRESS MATERIALS AND ANALYST REPORTS AND UPDATE BINDER (0.4); REVIEW SEC FILINGS OF OTHER FILERS UNDER BANKRUPTCY PROTECTION (2.0); RESEARCH PREVIOUS SEC DISCLOSURES MADE BY CLIENT (0.8).
HUR J	10/17/05	1.90	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3); RESEARCH CERTAIN DISCLOSURE ITEMS ON 8-K REPORTS AND REPORT FINDINGS (1.6).
HUR J	10/18/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	10/19/05	4.20	WORK ON EXHIBITS TO 8-K REPORT (3.8); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	10/20/05	0.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.7).
HUR J	10/21/05	3.20	RESEARCH QUARTERLY REPORT PRECEDENTS FOR BANKRUPTCY FILERS (2.5); PUT TOGETHER BINDER OF RELEVANT PRECEDENTS (0.3); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	10/24/05	7.70	RESEARCH AND SUMMARIZE FINDINGS ON QUARTERLY REPORT PRECEDENTS FOR BANKRUPTCY FILERS (2.8); RESEARCH DISCLOSURE ITEMS ON FORM 10Q (1.9); REVIEW PRESS MATERIALS AND UPDATE BINDER (1.1); RESEARCH FORWARD LOOKING STATEMENTS LEGENDS ON QUARTERLY REPORT (1.5); UPDATE FORWARD-LOOKING STATEMENTS LEGEND FOR 10Q (0.4).
HUR J	10/25/05	12.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4); WORK ON DRAFT 10Q (11.9).
HUR J	10/26/05	9.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4) WORK ON DRAFT 10Q (8.9).
HUR J	10/27/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	10/28/05	8.00	REVIEW PRESS MATERIALS AND ANALYST REPORTS AND UPDATE BINDER (1.0); WORK ON REVISED DRAFT 10Q (4.3); REVIEW DRAFT 8-K (0.8); RESEARCH PRECEDENT SEC FILINGS BY FILERS IN BANKRUPTCY (1.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HUR J	10/29/05	1.80	RESEARCH 8-K PRECEDENTS BY BANKRUPTCY FILERS AND REPORT RESULTS (1.8).
HUR J	10/31/05	7.10	REVIEW PRESS MATERIALS AND UPDATE BINDER (1.0); RESEARCH PUBLIC STATEMENTS MADE BY DELPHI (1.4); REVIEW DRAFT 8-K (0.3); REVIEW CURRENT DRAFT 10Q (0.7); WORK ON ADDITIONAL COMMENTS TO 10Q (1.8); INCORPORATE COMMENTS TO CURRENT DRAFT OF 10Q (1.9).
HUR J	11/01/05	9.40	REVIEW AND REVISE DRAFT 10Q (6.6); INCORPORATE COMMENTS (2.8).
HUR J	11/02/05	8.10	WORK ON FINALIZING SKADDEN'S COMMENTS TO DRAFT 10Q (7.6); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.5).
HUR J	11/03/05	1.90	WORK ON ANSWERING FOLLOW-UP QUESTIONS TO DRAFT 10Q (1.0); REVIEW STATEMENTS LIST IN BINDER FOR DISCLOSURES RE QUESTIONS IN Q&A (0.3); REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/04/05	1.70	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6); REVIEW AND CIRCULATE REVISED DRAFT OF 10Q (1.1).
HUR J	11/05/05	2.10	REVIEW REVISED 10Q (0.3); RESEARCH PRECEDENT RE 10Q DISCLOSURE ITEM (0.7) PERFORM A 10Q RULES CHECK (1.1).
HUR J	11/06/05	0.20	REVIEW REVISED DRAFT 10Q (0.1) CIRCULATE REVISED DRAFT (0.1).
HUR J	11/07/05	5.70	RESEARCH PRECEDENTS OF 10Qs BY BANKRUPTCY FILERS (3.0); COORDINATE INTERNAL COMMENTS TO REVISED 10Q (0.8) PREPARE COMPREHENSIVE MARKUP FOR DELPHI (1.9).
HUR J	11/08/05	0.40	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	11/14/05	1.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (1.5).
HUR J	11/15/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/16/05	0.40	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.4).
HUR J	11/17/05	0.30	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.3).
HUR J	11/18/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
HUR J	11/21/05	0.90	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

HUR J	11/22/05	0.50	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.5).
HUR J	11/23/05	0.60	REVIEW PRESS MATERIALS AND UPDATE BINDER (0.6).
		105.10	
LOZANO P	10/10/05	1.30	REVIEW DISCLOSURE AND PUBLIC MATERIALS (1.3).
LOZANO P	10/11/05	3.70	REVIEW DOCUMENTS IN CONNECTION WITH THREE SUBSIDIARIES NOT INCLUDED IN INITIAL CHAPTER 11 FILINGS (1.8); ADDRESS GENERAL CORPORATE PROCESS QUESTIONS FROM IN-HOUSE COUNSEL (1.9).
LOZANO P	10/12/05	2.80	ASSISTANCE IN CONNECTION WITH BOARD MEETING AND MEDIA TELECONFERENCE (2.8).
LOZANO P	10/13/05	4.70	REVIEW AND DRAFT LANGUAGE ON PUBLIC FILINGS AND RESEARCH ON REQUIRED DISCLOSURE (3.8); REVIEW PUBLIC COMMUNICATIONS (0.9).
LOZANO P	10/14/05	8.70	REVIEW, DISCUSS AND DRAFT DOCUMENTS IN CONNECTION WITH SUBSEQUENT FILERS (6.5); REVIEW AND RESEARCH IN CONNECTION WITH PUBLIC FILINGS; REVIEW DOCUMENTS TO BE FILED (2.2).
LOZANO P	10/17/05	7.20	REVIEW CORPORATE STRUCTURE AND SUBSIDIARY STATUS (1.5); REVIEW AND PLAN PUBLIC DISCLOSURE (3.8); REVIEW PUBLICLY AVAILABLE INFORMATION (1.4) AND COMMUNICATE FINDINGS TO CLIENTS (M. LOEB, P. BRUSATE) (0.5).
LOZANO P	10/18/05	3.70	REVIEWING AND DRAFTING DISCLOSURE ON CREDITORS MEETING AND RELATED RESEARCH (3.7).
LOZANO P	10/19/05	8.20	DRAFT, REVIEW AND DISCUSS DISCLOSURE RELATED TO DIP FINANCING (5.4); DRAFT, REVIEW AND DISCUSS DISCLOSURE ON CREDITORS PRESENTATION (2.9).
LOZANO P	10/20/05	3.20	REVIEW FILINGS AND DISCLOSURE, INCLUDING PRECEDENT (3.2).
LOZANO P	10/21/05	2.10	REVIEW DRAFT 10Q (2.1).
LOZANO P	10/24/05	4.50	COMMENCED REVIEW OF REPORT ON FORM 10Q FOR THE THIRD QUARTER OF 2005 (4.5).
LOZANO P	10/25/05	12.20	DRAFTING COMMENTS TO REPORT ON FORM 10Q FOR THIRD QUARTER OF 2005, AND RELATED RESEARCH (12.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LOZANO P	10/26/05	9.70	DRAFTING, REVIEWING REPORT ON FORM 10Q FOR THIRD QUARTER OF 2005, AND RELATED RESEARCH (9.7).
LOZANO P	10/28/05	9.10	REVIEW REVISED DRAFT OF FORM 10Q AND DRAFT DISCLOSURE ON FORM 8-K, INCLUDING REVIEW OF COURT ORDERS AND FINANCING DOCUMENTS (9.1).
LOZANO P	10/31/05	1.10	FOLLOW-UP OF UPCOMING FILINGS WITH SEC (0.6); REVIEW COMMENTS (0.5).
LOZANO P	11/01/05	3.20	REVIEW REVISED DRAFT OF FORM 10Q AND FOLLOW-UP COMMENTS (3.2).
LOZANO P	11/02/05	4.20	UPDATE REVISED FORM 10Q FOR DEVELOPMENTS AND ADDITIONAL INFORMATION (3.9); ANSWER QUESTIONS FROM M. LOEB RELATED THERETO (0.3).
LOZANO P	11/03/05	2.20	REVIEWING AND ANSWERING QUESTIONS FROM M. LOEB IN CONNECTION WITH DRAFT FORM 10Q (2.2).
LOZANO P	11/05/05	1.30	REVISED DRAFT OF FORM 10Q (0.8); ANSWER SPECIFIC QUESTIONS FROM M. LOEB IN CONNECTION WITH CERTAIN REQUIRED DISCLOSURE (0.5).
LOZANO P	11/07/05	6.20	REVIEW COMMENTS FROM AUDIT COMMITTEE TO DRAFT 10Q (1.9), RESPOND TO QUESTIONS RE OUTSIDE COUNSEL'S COMMENTS (0.6), DRAFT REVISED AND ADDITIONAL LANGUAGE BASED ON RESEARCH (3.7).
		99.30	
MEISLER RE	10/10/05	1.50	REVIEWED AND REVISED FIRST DAY COMMUNICATION MATERIALS (1.5).
MEISLER RE	10/21/05	0.90	REVIEWED AND COMMENTED UPON NUMEROUS COMMUNICATION PIECES, INCLUDING S. MILLER VOICEMAIL RE REVIEW OF FIRST DAY MATTERS (0.7); TELECONFERENCE WITH S. CORCORAN RE SAME (0.2).
MEISLER RE	10/27/05	1.00	REVIEWED COMMUNICATIONS PIECES AND COMMENTED ON SAME (1.0).
MEISLER RE	10/31/05	1.40	REVIEWED AND COMMENTED ON 10Q (1.4).
MEISLER RE	11/07/05	1.90	REVIEWED AND COMMENTED ON 10Q AND DRAFTED RIDER RE RESULTS OF NOVEMBER 4TH HEARING (1.9).
		6.70	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

OGUNSANYA GO	10/08/05	3.10	DRAFTING OF NYSE WORKPLAN (3.1).
OGUNSANYA GO	10/09/05	6.20	PROJECT STATUS CONFERENCE CALL (0.4); FURUKAWA/MOBILARIA FILING (1.3); REVIEWS OF BYLAWS AND ARTICLES OF INCORPORATION (3.2); RESEARCH RE NYSE LISTING PROCEDURES (1.3).
OGUNSANYA GO	10/10/05	5.10	DRAFTING OF RESOLUTIONS AND RESEARCH RE: MOBILE ARIA AND FURUKAWA FILING (4.2); VARIOUS CONFERENCE CALLS WITH B. KAPLAN, M. BAKER, M. MCGUIRE, M. GIBSON AND C. KILBORN RE: SAME (0.9).
OGUNSANYA GO	10/13/05	3.80	DRAFTING AND REVIEW OF BOARD RESOLUTIONS AMENDMENT (3.8).
OGUNSANYA GO	10/14/05	7.30	CONFERENCE CALLS RE MOBILEARIA AND FURUKAWA FILINGS (1.0); GATHERING OF VARIOUS SIGNATURES TO EFFECTUATE SIGNING (1.0); DRAFTING OF BOARD CONSENT (3.4); REVIEW OF FURUKAWA'S LLC AGREEMENT (1.9).
OGUNSANYA GO	10/19/05	1.40	REVIEW OF DOCUMENTS TO BE FILED WITH THE SEC (1.4).
		26.90	
TOUSSI S	10/13/05	2.20	ADDRESS ISSUES RE TREATMENT OF TRUST PREFERRED SECURITIES AND PLANNED LIQUIDATION (1.2); ADDRESS ISSUES RE JUNIOR SUBORDINATED NOTES AND REVIEW SEC FILINGS RE SAME (1.0).
TOUSSI S	10/16/05	1.00	ADDRESS ISSUES RE TOPRS AND JUNIOR SUBORDINATED NOTES CLAIMS (0.8); REVIEW 10K AND SEC FILINGS RE SAME (0.2).
TOUSSI S	10/20/05	0.80	ADDRESS DISCLOSURE ISSUES RE DIP SYNDICATION AND RELATED CORPORATE MATTERS (0.8).
TOUSSI S	10/28/05	2.70	REVIEW AND ANALYZE COMPANY'S 10Q FOR LATEST QUARTER (1.2); EDIT AND REVISE VARIOUS SECTIONS AND PREPARE MARKUP OF SAME (1.5).
TOUSSI S	10/29/05	2.30	EDIT AND REVISE 10Q (1.0); ADDRESS AND RESOLVE ISSUES RE TRUST PREFERRED SECURITIES, REVIEW OPERATIVE AGREEMENTS RE SAME IN CONNECTION WITH 10Q DISCLOSURES AND OTHER MATTERS (1.3).
TOUSSI S	10/30/05	1.40	EDIT AND REVISE FORM 10Q (1.4).
TOUSSI S	10/31/05	2.40	CONTINUE WORK ON COMMENTS TO 10Q (1.0); VARIOUS TELECONFERENCES RE SAME (0.4); FINALIZE COMMENTS RE SAME AND DISTRIBUTE TO CLIENT (1.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	11/03/05	0.50	ADDRESS ISSUES RE 10Q (0.3); ADDRESS ISSUES RE PREFERRED SECURITIES (0.2).
TOUSSI S	11/17/05	0.30	ADDRESS TOPRS ISSUES (0.3).
		13.60	
Total Associate		263.80	
CORKRAN CM	10/08/05	0.80	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIAL/ANALYST REPORT BINDER (0.8).
CORKRAN CM	10/10/05	1.50	ASSEMBLE FOR ATTORNEY REVIEW THE DAILY BINDER UPDATES (0.5); ORGANIZE/INDEX EXECUTED RESOLUTIONS (1.0).
CORKRAN CM	10/11/05	3.60	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIALS BINDER UPDATES (2.0); PREPARE DISTRIBUTION OF EXECUTED RESOLUTIONS FOR SHEARMAN AND STERLING (1.6).
CORKRAN CM	10/12/05	3.10	PREPARE DISTRIBUTION OF PRESS MATERIALS AND ANALYST REPORT BINDER UPDATES (2.4); PREPARE DISTRIBUTION OF EXECUTED RESOLUTIONS (0.7).
CORKRAN CM	10/14/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS AND ANALYST REPORTS BINDER UPDATES (1.2).
CORKRAN CM	10/17/05	1.50	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.5).
CORKRAN CM	10/18/05	0.90	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (0.9).
CORKRAN CM	10/19/05	1.40	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS BINDER UPDATE (1.4).
CORKRAN CM	10/21/05	0.70	PREPARE DISTRIBUTION OF DAILY BINDER UPDATES (0.7).
CORKRAN CM	10/24/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.2).
CORKRAN CM	10/25/05	0.30	PREPARE DISTRIBUTION OF BINDER UPDATES (0.3).
CORKRAN CM	10/26/05	1.40	PREPARE DISTRIBUTION OF DAILY BINDER UPDATES (1.4).
CORKRAN CM	10/27/05	0.80	PREPARE DISTRIBUTION OF UPDATES TO ANALYST REPORTS BINDER (0.8).
CORKRAN CM	10/29/05	1.10	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.1).
CORKRAN CM	10/31/05	1.30	PREPARE DISTRIBUTION OF DAILY PRESS MATERIALS BINDER UPDATES (1.3).
CORKRAN CM	11/02/05	1.20	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

CORKRAN CM	11/07/05	1.10	PREPARE DISTRIBUTION OF DAILY UPDATES TO PRESS MATERIALS BINDER (1.1).
CORKRAN CM	11/08/05	0.90	ASSEMBLE FOR ATTORNEY REVIEW THE ARTICLES FOR DAILY PRESS MATERIALS BINDER UPDATE (0.9).
CORKRAN CM	11/09/05	1.40	PREPARE DISTRIBUTION OF DELPHI PRESS MATERIAL BINDER UPDATES (1.4).
CORKRAN CM	11/14/05	1.30	PREPARE DISTRIBUTION OF UPDATES TO PRESS MATERIALS BINDER (1.3).
CORKRAN CM	11/16/05	1.20	PREPARE DISTRIBUTION OF PRESS MATERIAL BINDER UPDATES (1.2).
CORKRAN CM	11/18/05	1.30	PREPARE DISTRIBUTION OF PRESS MATERIALS BINDER UPDATE (1.3).
CORKRAN CM	11/23/05	1.50	PREPARE DISTRIBUTION OF DAILY PRESS MATERIAL BINDER UPDATES (1.5).
		30.70	
Total Legal Assistant		30.70	
TOTAL TIME		<u>398.40</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 12/30/05
Bill Number: 1091378

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/11/05	Copy Center, D	10.50
In-house Reproduction	10/14/05	Copy Center, D	2.30
In-house Reproduction	10/14/05	Copy Center, D	261.95
In-house Reproduction	10/18/05	Copy Center, D	130.88
In-house Reproduction	10/21/05	Copy Center, D	52.79
In-house Reproduction	10/21/05	Copy Center, D	9.20
In-house Reproduction	10/21/05	Copy Center, D	0.70
In-house Reproduction	10/25/05	Copy Center, D	0.90
In-house Reproduction	10/25/05	Copy Center, D	171.37
In-house Reproduction	10/28/05	Copy Center, D	32.79
In-house Reproduction	11/01/05	Copy Center, D	53.09
In-house Reproduction	11/04/05	Copy Center, D	7.80
In-house Reproduction	11/04/05	Copy Center, D	47.79
In-house Reproduction	11/08/05	Copy Center, D	40.20
In-house Reproduction	11/11/05	Copy Center, D	54.49
In-house Reproduction	11/15/05	Copy Center, D	29.89
In-house Reproduction	11/18/05	Copy Center, D	1,034.41
In-house Reproduction	11/22/05	Copy Center, D	73.99
In-house Reproduction	11/25/05	Copy Center, D	77.19
In-house Reproduction	11/29/05	Copy Center, D	143.77
		TOTAL IN-HOUSE REPRODUCTION	\$2,236.00
Telephone Expense	10/28/05	Telecommunications, D	0.26
Telephone Expense	10/28/05	Telecommunications, D	1.58
Telephone Expense	10/28/05	Telecommunications, D	22.73
Telephone Expense	10/28/05	Telecommunications, D	2.04
Telephone Expense	10/28/05	Telecommunications, D	6.92
Telephone Expense	10/28/05	Telecommunications, D	8.54
Telephone Expense	10/28/05	Telecommunications, D	1.88
Telephone Expense	10/28/05	Telecommunications, D	0.91
Telephone Expense	10/28/05	Telecommunications, D	1.51
Telephone Expense	10/28/05	Telecommunications, D	0.25
Telephone Expense	11/23/05	Telecommunications, D	0.67

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	11/23/05	Telecommunications, D	0.25
Telephone Expense	11/23/05	Telecommunications, D	6.24
Telephone Expense	11/23/05	Telecommunications, D	9.39
Telephone Expense	11/23/05	Telecommunications, D	1.52
Telephone Expense	11/23/05	Telecommunications, D	0.06
Telephone Expense	11/23/05	Telecommunications, D	1.69
Telephone Expense	11/23/05	Telecommunications, D	3.09
Telephone Expense	11/23/05	Telecommunications, D	0.45
Telephone Expense	11/23/05	Telecommunications, D	0.02
		TOTAL TELEPHONE EXPENSE	\$70.00
Postage	11/29/05	Office Admin, D	71.00
		TOTAL POSTAGE	\$71.00
Lexis/Nexis	10/08/05	Hur J	337.36
Lexis/Nexis	10/08/05	Hur J	22.77
Lexis/Nexis	10/08/05	Hur J	409.86
Lexis/Nexis	10/08/05	Saindon SR	7.00
Lexis/Nexis	10/09/05	Saindon SR	7.00
Lexis/Nexis	10/09/05	Hur J	22.77
Lexis/Nexis	10/09/05	Hur J	485.76
Lexis/Nexis	10/10/05	Saindon SR	126.00
Lexis/Nexis	10/10/05	Hur J	47.57
Lexis/Nexis	10/10/05	Hur J	22.77
Lexis/Nexis	10/10/05	Hur J	622.38
Lexis/Nexis	10/11/05	Saindon SR	133.00
Lexis/Nexis	10/11/05	Hur J	182.16
Lexis/Nexis	10/11/05	Becker A	10.85
Lexis/Nexis	10/11/05	Hur J	1,912.68
Lexis/Nexis	10/12/05	Hur J	75.90
Lexis/Nexis	10/12/05	Hur J	1,684.98
Lexis/Nexis	10/13/05	Hur J	68.31
Lexis/Nexis	10/13/05	Hur J	774.18
Lexis/Nexis	10/14/05	Hur J	68.31
Lexis/Nexis	10/14/05	Hur J	637.56

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Lexis/Nexis	10/15/05	Hur J	371.91
Lexis/Nexis	10/15/05	Hur J	417.45
Lexis/Nexis	10/16/05	Hur J	7.59
Lexis/Nexis	10/16/05	Hur J	83.49
Lexis/Nexis	10/17/05	Hur J	22.77
Lexis/Nexis	10/17/05	Hur J	106.26
Lexis/Nexis	10/18/05	Hur J	60.72
Lexis/Nexis	10/18/05	Hur J	447.81
Lexis/Nexis	10/19/05	Hur J	68.31
Lexis/Nexis	10/19/05	Hur J	288.42
Lexis/Nexis	10/20/05	Hur J	37.95
Lexis/Nexis	10/20/05	Hur J	318.78
Lexis/Nexis	10/21/05	Hur J	296.01
Lexis/Nexis	10/21/05	Hur J	409.86
Lexis/Nexis	10/22/05	Hur J	182.16
Lexis/Nexis	10/22/05	Hur J	182.16
Lexis/Nexis	10/23/05	Hur J	15.18
Lexis/Nexis	10/23/05	Hur J	53.13
Lexis/Nexis	10/24/05	Hur J	7.59
Lexis/Nexis	10/24/05	Hur J	106.26
Lexis/Nexis	10/25/05	Hur J	174.57
Lexis/Nexis	10/26/05	Hur J	166.98
Lexis/Nexis	10/27/05	Hur J	303.60
Lexis/Nexis	10/28/05	Hur J	523.71
Lexis/Nexis	10/29/05	Hur J	326.37
Lexis/Nexis	10/30/05	Hur J	83.49
Lexis/Nexis	10/31/05	Moringiello KB	25.90
Lexis/Nexis	10/31/05	Hur J	91.08
Lexis/Nexis	11/01/05	Hur J	204.93
Lexis/Nexis	11/02/05	Hur J	166.98
Lexis/Nexis	11/03/05	Hur J	113.85
Lexis/Nexis	11/04/05	Hur J	356.73
Lexis/Nexis	11/05/05	Hur J	258.06
Lexis/Nexis	11/06/05	Hur J	159.39

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Lexis/Nexis	11/07/05	Hur J	75.90
Lexis/Nexis	11/08/05	Hur J	288.42
Lexis/Nexis	11/09/05	Hur J	432.63
Lexis/Nexis	11/10/05	Hur J	584.43
Lexis/Nexis	11/11/05	Hur J	273.24
Lexis/Nexis	11/12/05	Hur J	121.44
Lexis/Nexis	11/13/05	Hur J	53.13
Lexis/Nexis	11/14/05	Hur J	60.72
Lexis/Nexis	11/15/05	Hur J	106.26
Lexis/Nexis	11/16/05	Hur J	144.21
Lexis/Nexis	11/17/05	Hur J	227.70
Lexis/Nexis	11/18/05	Poggioli C	520.47
Lexis/Nexis	11/18/05	Hur J	258.06
Lexis/Nexis	11/19/05	Hur J	197.34
Lexis/Nexis	11/20/05	Hur J	22.77
Lexis/Nexis	11/21/05	Hur J	45.54
Lexis/Nexis	11/22/05	Hur J	68.31
Lexis/Nexis	11/23/05	Hur J	227.69
Lexis/Nexis	11/24/05	Hur J	296.01
Lexis/Nexis	11/25/05	Hur J	30.36
Lexis/Nexis	11/26/05	Hur J	91.08
Lexis/Nexis	11/27/05	Hur J	60.72
Lexis/Nexis	11/28/05	Hur J	37.95
		TOTAL LEXIS/NEXIS	\$18,323.00
Westlaw	10/22/05	Toussi S	339.00
		TOTAL WESTLAW	\$339.00
Reproduction - color	11/08/05	Copy Center, D	4.00
		TOTAL REPRODUCTION - COLOR	\$4.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	2.94
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	5.91
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	4.94
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	20.82
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	67.72
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	12.17
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	14.58
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	69.22
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	116.46
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	29.20
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	44.39
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.24
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	1.81
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	33.22
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	3.04
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.90
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	2.55
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.16
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	10.71
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.82
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	0.90
Vendor Hosted Teleconferencing	10/31/05	LegalConnect	47.21

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	11/15/05	Act Teleconferencing	56.09
		TOTAL VENDOR HOSTED TELECONFERENCING	\$546.00
Messengers/ Courier	10/08/05	Dist Serv/Mail/Page, D	57.29
Messengers/ Courier	10/08/05	Dist Serv/Mail/Page, D	48.47
Messengers/ Courier	10/10/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/10/05	E Despatch Ltd	43.12
Messengers/ Courier	10/11/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/12/05	Dist Serv/Mail/Page, D	47.73
Messengers/ Courier	10/12/05	Dist Serv/Mail/Page, D	17.40
Messengers/ Courier	10/13/05	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	10/17/05	Dist Serv/Mail/Page, D	48.61
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	11.74
Messengers/ Courier	10/18/05	Dist Serv/Mail/Page, D	33.35
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	9.85
Messengers/ Courier	10/19/05	Dist Serv/Mail/Page, D	9.85
Messengers/ Courier	10/21/05	Dist Serv/Mail/Page, D	21.85
Messengers/ Courier	10/30/05	Arrow Messenger Svc	24.70
Messengers/ Courier	11/06/05	Arrow Messenger Svc	24.58
Messengers/ Courier	11/23/05	Dist Serv/Mail/Page, D	10.28
		TOTAL MESSENGERS/ COURIER	\$476.00
Outside Research/Internet Services	10/31/05	Alacra, Inc.	81.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$81.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Disclosure	10/31/05	Office Admin, D	599.45
CLR/Disclosure	10/31/05	Office Admin, D	289.84
CLR/Disclosure	10/31/05	Office Admin, D	489.55
CLR/Disclosure	10/31/05	Global Securities	19.51
CLR/Disclosure	10/31/05	Global Securities	45.52
CLR/Disclosure	10/31/05	Global Securities	149.57
CLR/Disclosure	10/31/05	Global Securities	36.87
CLR/Disclosure	10/31/05	Global Securities	73.71
CLR/Disclosure	10/31/05	Global Securities	333.84
CLR/Disclosure	10/31/05	Global Securities	372.86
CLR/Disclosure	10/31/05	Global Securities	73.71
CLR/Disclosure	10/31/05	Global Securities	149.57
		TOTAL CLR/DISCLOSURE	\$2,634.00
Wireless - Mobile/Cellular/Pager	10/24/05	Butler, Jr. J	13.73
Wireless - Mobile/Cellular/Pager	10/24/05	Butler, Jr. J	32.27
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$46.00
		TOTAL MATTER	\$24,826.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 01/31/06
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	12/02/05	1.20	CONTINUE TO PREPARE FOR DECEMBER 6TH COMPENSATION COMMITTEE AND DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING TELECONFERENCE WITH D. SHERBIN AND EMAILS FROM/TO D. SHERBIN (0.6); REVIEW AND REVISED BI-WEEKLY READER TO BOARD OF DIRECTORS (0.6).
BUTLER, JR. J	12/04/05	0.30	CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING EMAILS FROM/TO J. SHEEHAN (0.3).
BUTLER, JR. J	12/05/05	1.40	CONTINUE TO PREPARE FOR DECEMBER 6TH COMPENSATION COMMITTEE MEETING IN TROY, MICHIGAN (0.3); CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING REVIEW OF BOARD BOOK (0.8); PREPARE WITH WORKING GROUP AT COMPANY IN TROY FOR DECEMBER 6TH GM MEETING (0.3).
BUTLER, JR. J	12/06/05	6.00	PREPARE FOR (0.4) AND ATTEND (1.7) COMPENSATION COMMITTEE MEETING IN TROY, MICHIGAN; CONTINUE TO PREPARE FOR DECEMBER 7TH BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN INCLUDING REVIEW AND FINALIZE BOARD PRESENTATION MATERIALS (0.6); ATTEND BOARD OF DIRECTORS DINNER AND MANAGEMENT STRATEGY MEETING IN TROY, MICHIGAN (3.3).
BUTLER, JR. J	12/07/05	7.20	PREPARE FOR (0.3) AND ATTEND (6.3) BOARD OF DIRECTORS MEETING IN TROY, MICHIGAN; PREPARE FOR (0.1) AND ATTEND (0.4) MEETING WITH J. OPIE AND S. MILLER RE CORPORATE GOVERNANCE AND RELATED MATTERS; REVIEW PRESS RELEASE (0.1).
BUTLER, JR. J	12/17/05	0.60	REVIEW AND REVISE DRAFT PRESS RELEASE (0.6).
BUTLER, JR. J	12/18/05	1.90	CONTINUE TO REVIEW AND REVISE DRAFT PRESS RELEASE (1.2); REVIEW AND COMMENT ON WEEKLY READER (0.7).
BUTLER, JR. J	12/19/05	0.70	TELECONFERENCE WITH S. MILLER RE DRAFT PRESS RELEASE (0.4); REVIEW AND FINALIZE SAME (0.3).
BUTLER, JR. J	12/20/05	0.20	EMAILS FROM/TO K. HEALY RE PRESS RELEASE CADENCE AND RELATED MATTERS (0.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	12/21/05	0.50	EMAILS FROM/TO K. HEALY, R. EISENBERG, D. RESNICK AND WORKING GROUP RE PRESS RELEASE CADENCE AND RELATED MATTERS (0.3); REVIEW AND REVISE S. MILLER HOLIDAY VOICEMAIL OUTLINE (0.2).
BUTLER, JR. J	12/27/05	0.30	EMAILS FROM/TO M. LOEB AND L. MARION RE DECEMBER 30 FORM 8-K FILING RE MO (0.3).
		20.30	
COCHRAN EL	12/02/05	1.50	REVIEW D&O QUESTIONNAIRES FOR INDEPENDENCE ISSUES (0.7); REVIEW 8-K ISSUES (0.8).
COCHRAN EL	12/06/05	2.90	REVIEW 8-K (0.6); REVIEW MATERIAL FOR BOARD MEETING (2.3).
COCHRAN EL	12/07/05	5.20	ATTENDED BOARD MEETING (5.2).
COCHRAN EL	12/08/05	2.50	REVIEW CONFIDENTIALITY ISSUES RE WAIVERS (1.4); REVIEW DISCLOSURE ISSUES (1.1).
COCHRAN EL	12/09/05	0.90	REVIEW DISCLOSURE ISSUES RE PLANNED RELEASE (0.9).
COCHRAN EL	12/10/05	1.80	REVIEW AND COMMENT ON 8-K PRESS RELEASE (1.8).
COCHRAN EL	12/12/05	3.20	REVIEW AND COMMENT ON 8-K AND PRESS RELEASE (3.2).
COCHRAN EL	12/13/05	1.70	REVIEW SEC ISSUES RE 8-K AND PRESS RELEASE (1.7).
COCHRAN EL	12/14/05	0.70	REVIEW ISSUES RELATING TO DISCLOSURE OF EQUITY COMMITTEE REQUEST (0.7).
COCHRAN EL	12/15/05	1.20	REVIEW ISSUES RELATING TO DISCLOSURE OF REQUEST FOR EQUITY COMMITTEE (1.2).
COCHRAN EL	12/16/05	0.40	REVIEW KEY MESSAGES (0.4).
COCHRAN EL	12/18/05	1.40	REVIEW ISSUES RELATING TO SEC FILINGS (1.4).
COCHRAN EL	12/19/05	8.70	REVIEW PRESS RELEASE AND 8-KS RE GM/LABOR, EQUITY COMMITTEE, KOCP (6.9); REVIEW KEY MESSAGES (1.8).
COCHRAN EL	12/20/05	2.50	REVIEW KEY MESSAGES DISCLOSURE (2.5).
COCHRAN EL	12/21/05	2.10	REVIEW KEY MESSAGES (0.9); REVIEW MOL/8-K ISSUES (1.2).
		36.70	
MARAFIOTI KA	12/02/05	0.10	ANALYZE TOPRS ISSUES (0.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MARAFIOTI KA	12/05/05	2.10	ANALYZE TOPRS ISSUES (1.6); TELECONFERENCE WITH R. STARK RE TERMINATION EVENT (0.3); FOLLOW UP (0.1); ANALYZE TAX ASPECTS OF TOPRS (0.1).
MARAFIOTI KA	12/19/05	0.80	REVIEWED MEMO RE TOPRS (0.2) AND ANALYZE TOPRS ISSUES (0.2); REVIEWED TALKING POINTS RE KEY MESSAGES SUMMARY (0.4).
MARAFIOTI KA	12/20/05	0.50	REVIEWED COMPANY'S TALKING POINTS (0.5).
MARAFIOTI KA	12/27/05	0.10	CORRESPONDENCE FROM AND TO U.S. TRUSTEE RE 8K (0.1).
		3.60	
Total Partner		60.60	
GIBSON ML	12/02/05	1.20	REVIEWED D&O QUESTIONNAIRES (0.9); REVIEWED CORRESPONDENCE (0.3).
GIBSON ML	12/05/05	0.30	REVIEWED AND COMMENTED ON 8-K DRAFT (0.3).
GIBSON ML	12/06/05	0.50	FINALIZED DRAFT AND CIRCULATED COMMENTS ON FORM 8-K (0.5).
GIBSON ML	12/12/05	1.30	REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF 8-K, PRESS RELEASE AND Q&A (1.1); CALLS RE SAME (0.2).
GIBSON ML	12/13/05	0.10	REVIEWED NEW DRAFT RELEASE (0.1).
GIBSON ML	12/15/05	0.50	REVIEWED DECEMBER KEY MESSAGES (0.5).
GIBSON ML	12/16/05	0.40	ATTENDED PART OF ALL HANDS MEETING (0.4).
GIBSON ML	12/19/05	3.90	DRAFTED 8-KS RE EQUITY COMMITTEE AND GM (1.9), REVIEWED MULTIPLE DRAFTS OF RESPONSE (0.8), REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF PRESS RELEASE (1.2).
GIBSON ML	12/20/05	1.20	REVISED 8-K, AND FINALIZED EXHIBITS FOR 8-K FILING (1.2).
GIBSON ML	12/29/05	0.70	REVIEWED DRAFT 8-K RE MORS (0.5); MULTIPLE TELECONFERENCES / CORRESPONDENCE RE SAME (0.2).
GIBSON ML	12/30/05	1.20	MULTIPLE TELECONFERENCES / CORRESPONDENCE RE 8-K FOR MORS AND COURT FILING OF SAME (0.3); ALL HANDS CALL (0.9).

11.30

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HUR J	12/06/05	3.60	DRAFT CONFIDENTIALITY AGREEMENT (3.6).
HUR J	12/10/05	3.80	RESEARCH PRECEDENT ON 8-KS AND PRESS RELEASES AND REPORT FINDINGS (3.8).
		7.40	
MEISLER RE	12/23/05	1.40	DRAFTED CONTACT LIST FOR CIRCULATION OF REGULATORY FILINGS AND PRESS RELEASE (1.3); TELECONFERENCE WITH H. BAER RE SAME (0.1).
		1.40	
OGUNSANYA GO	12/22/05	1.30	REVIEW OF PBR LLC AGREEMENT AND PROPOSED LETTER AGREEMENT AND AMENDMENT (1.3).
		1.30	
Total Associate		21.40	
TOTAL TIME		<u>82.00</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 01/31/06
Bill Number: 1092991

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/06/05	Cochran EL	1,029.00
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$1,029.00
In-house Reproduction	12/02/05	Copy Center, D	0.20
In-house Reproduction	12/02/05	Copy Center, D	65.16
In-house Reproduction	12/06/05	Copy Center, D	7.60
In-house Reproduction	12/09/05	Copy Center, D	8.00
In-house Reproduction	12/20/05	Copy Center, D	7.50
In-house Reproduction	12/23/05	Copy Center, D	749.95
In-house Reproduction	12/30/05	Copy Center, D	12.59
		TOTAL IN-HOUSE REPRODUCTION	\$851.00
Telephone Expense	12/29/05	Telecommunications, D	0.06
Telephone Expense	12/29/05	Telecommunications, D	6.55
Telephone Expense	12/29/05	Telecommunications, D	9.94
Telephone Expense	12/29/05	Telecommunications, D	1.45
		TOTAL TELEPHONE EXPENSE	\$18.00
Lexis/Nexis	12/02/05	Stone M	169.33
Lexis/Nexis	12/06/05	Cleary MA	312.89
Lexis/Nexis	12/10/05	Stone M	75.08
Lexis/Nexis	12/19/05	Hur J	509.70
		TOTAL LEXIS/NEXIS	\$1,067.00
Car Service (manual entries)	12/06/05	Boston Coach Corp.	154.36
Car Service (manual entries)	12/07/05	Boston Coach Corp.	271.64
		TOTAL CAR SERVICE (MANUAL ENTRIES)	\$426.00
Air/Rail Travel (external)	12/04/05	Butler, Jr. J	204.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$204.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Travel	12/04/05	Butler, Jr. J	453.52
Out-of-Town Travel	12/04/05	Butler, Jr. J	9.00
Out-of-Town Travel	12/04/05	Butler, Jr. J	53.35
Out-of-Town Travel	12/04/05	Butler, Jr. J	134.13
		TOTAL OUT-OF-TOWN TRAVEL	\$650.00
Messengers/ Courier	12/28/05	Dist Serv/Mail/Page, D	74.72
Messengers/ Courier	12/29/05	Dist Serv/Mail/Page, D	12.28
		TOTAL MESSENGERS/ COURIER	\$87.00
Out-of-Town Meals	12/04/05	Butler, Jr. J	11.89
Out-of-Town Meals	12/04/05	Butler, Jr. J	13.11
		TOTAL OUT-OF-TOWN MEALS	\$25.00
Telco-Non Astra	12/21/05	Telecommunications, D	37.00
		TOTAL TELCO-NON ASTRA	\$37.00
CLR/Disclosure	11/30/05	Global Securities	99.74
CLR/Disclosure	11/30/05	Global Securities	75.90
CLR/Disclosure	11/30/05	Global Securities	43.36
CLR/Disclosure	11/30/05	Global Securities	21.69
CLR/Disclosure	11/30/05	Global Securities	184.31
		TOTAL CLR/DISCLOSURE	\$425.00
		TOTAL MATTER	\$4,819.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 02/28/06
Bill Number: 1108418

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/09/06	2.10	REVIEW OF 10-K RE MARKING UP ENVIRONMENTAL LANGUAGE OF SAME (2.1).
BERLIN K	01/10/06	1.10	CONTINUE REVIEW OF MARKUP OF 10K (1.1).
		3.20	
BUTLER, JR. J	01/08/06	0.40	REVIEW AND REVISE WEEKLY READER TO BOARD OF DIRECTORS (0.4).
BUTLER, JR. J	01/13/06	1.20	REVIEW MARK-UP AND COMMENTS TO FORM 10-K DRAFT (1.2).
BUTLER, JR. J	01/16/06	0.60	EMAIL FROM S. MILLER AND BEGIN TO PREPARE FOR JANUARY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY (0.6).
BUTLER, JR. J	01/17/06	1.30	CONTINUE TO PREPARE FOR JANUARY 18TH BOARD OF DIRECTORS TELECONFERENCE MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY INCLUDING REVIEW AND REVISION OF PRESENTATION MATERIALS (1.3).
BUTLER, JR. J	01/18/06	2.80	PREPARE FOR (0.4) AND PARTICIPATE IN BOARD OF DIRECTORS TELECONFERENCE MEETING AT COMPANY IN TROY (2.4).
BUTLER, JR. J	01/24/06	0.50	REVIEW DRAFT FORM 8-K (0.2); EMAILS FROM/TO P. ANTOSZYK RE MEETING WITH LAW DEBENTURE (TRUST PREFERREDS INDENTURE TRUSTEE) IN NEW YORK CITY RE INFORMATION UPDATE AND FORM OF NDA (0.3).
BUTLER, JR. J	01/25/06	0.40	REVIEW DRAFT FORM 8-K (0.3); EMAILS TO S. KING ET. AL. RE SAME (0.1).
BUTLER, JR. J	01/26/06	1.40	REVIEW AND COMMENT ON TRANSFORMATION PRESS RELEASE (0.6); TELECONFERENCE WITH K. HEALY AND S. CORCORAN RE SAME (0.2); FOLLOW-UP ON EMAIL RE COMMUNICATIONS MATTERS (0.4); TELECONFERENCE WITH K. HEALY AND S. CORCORAN RE SAME (0.2).
BUTLER, JR. J	01/28/06	0.30	REVIEW FORM OF NDA FOR LAW DEBENTURE (TRUST PREFERREDS INDENTURE TRUSTEE) (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	01/31/06	1.10	REVIEW AND COMMENT ON FORM 8-K(0.3) PREPARE FOR FEBRUARY 1ST BOARD OF DIRECTORS MEETING WITH SENIOR MANAGEMENT TEAM AT COMPANY IN TROY (0.8).
		10.00	
COCHRAN EL	01/03/06	1.50	REVIEW DRAFT 10-K (1.5).
COCHRAN EL	01/04/06	1.90	REVIEW DRAFT 10-K (1.9).
COCHRAN EL	01/05/06	1.20	REVIEW DRAFT 10-K ISSUES WITH M. LOEB AND RELATED MATTER (1.2).
COCHRAN EL	01/06/06	0.60	REVIEW 8-K RE ORDER (0.6).
COCHRAN EL	01/09/06	1.90	REVIEW DRAFT 10-K (1.9).
COCHRAN EL	01/10/06	2.20	REVIEW DRAFT 10-K (2.2).
COCHRAN EL	01/11/06	4.20	REVIEW AND COMMENT ON 10-K DRAFT (1.9); TELECONFERENCE WITH M. LOEB RE 10-K (0.5); REVIEW DISCLOSURE ISSUE RE DIP (1.8).
COCHRAN EL	01/12/06	0.90	REVIEW 8-KS (0.5); REVIEW 10-K ANNUITY (0.4).
COCHRAN EL	01/13/06	0.80	REVIEW 8-K RE PENSION CONTRIBUTION (0.8).
COCHRAN EL	01/18/06	2.60	PARTICIPATED IN BOARD MEETING (2.6).
COCHRAN EL	01/19/06	0.40	CORRESPONDENCE WITH M. LOEB RE BOARD MATTERS (0.4).
COCHRAN EL	01/23/06	0.50	REVIEW 10-K REVISIONS PREPARED BY COMPANY (0.5).
COCHRAN EL	01/24/06	3.70	REVIEW 8-K FOR STATEMENTS AND SCHEDULES (1.4); REVIEW 8-K FOR MONTHLY OPERATING REQUEST (1.2); REVIEW CONFIDENTIALITY AGREEMENT FOR UCC (1.1).
COCHRAN EL	01/25/06	3.60	REVIEW 8-K FOR STATEMENTS AND SCHEDULES (1.4); REVIEW DISCLOSURE ISSUES CONCERNING IMPAIRMENT CHARGES (2.2).
COCHRAN EL	01/26/06	2.90	TELECONFERENCES AND COMMUNICATIONS PROCESS (1.3); REVIEW CONFIDENTIALITY AGREEMENT DRAFT FOR INDENTURE TRUSTEE (0.9); REVIEW PRIOR BOARD MINUTES IN CONNECTION WITH BOARD QUESTION (0.7).
COCHRAN EL	01/27/06	1.20	REVIEW 8-K DISCLOSURE ON IMPAIRMENT (0.8); REVIEW NDA FOR INDENTURE TRUSTEE (0.4).
COCHRAN EL	01/30/06	2.50	REVIEW DISCLOSURE ISSUES RELATING TO 8-K FOR MOR (0.8); ASSET IMPAIRMENT (1.1); STATEMENTS OF SHAREHOLDERS (0.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

COCHRAN EL	01/31/06	0.80	REVIEW 8-KS (0.8).
		33.40	
MARAFIOTI KA	01/03/06	0.10	CONFERRRED WITH M. LOEB RE 8K ISSUE (0.1).
MARAFIOTI KA	01/04/06	0.10	CONFERRRED WITH D. SHERBIN RE 8K (0.1).
MARAFIOTI KA	01/05/06	0.20	ANALYSIS OF 8K ISSUES (0.2).
MARAFIOTI KA	01/06/06	0.20	WORK ON 8K (0.2).
MARAFIOTI KA	01/09/06	0.20	WORK ON 10K ISSUES (0.2).
MARAFIOTI KA	01/10/06	2.50	REVIEWED EXCERPT OF DRAFT 10K (1.5); SEVERAL TELECONFERENCES WITH B. ADRIAN, J. BURKE & OTHERS RE CORRECTION OF INACCURATE NEWS STORY (1.0).
MARAFIOTI KA	01/11/06	0.40	REVIEWED RISK FACTOR SECTION OF DRAFT 10K (0.4).
MARAFIOTI KA	01/23/06	0.30	CORRESPONDENCE RE TOPRS AND MESSAGE FROM R. STARK RE SAME (0.3).
MARAFIOTI KA	01/24/06	0.30	WORK ON MEDIA ISSUES (0.3).
MARAFIOTI KA	01/26/06	1.60	TELECONFERENCE S. CORCORAN (0.2); WORK ON ISSUES RE MEDIA INFORMATION FLOW (0.5); RELATED CORRESPONDENCE (0.2); TELECONFERENCE WITH S. CORCORAN AND M. LOEB RE MEDIA FLOW (0.5) AND SUBSEQUENT TELECONFERENCE WITH S. CORCORAN RE SAME (0.2).
MARAFIOTI KA	01/27/06	0.70	TELECONFERENCE WITH INVESTOR AND CONTACT SITRICK RE INCORRECT NEWS REPORT (0.2); REVIEW DRAFT 8K (0.5).
		6.60	
Total Partner		53.20	
MATZ TJ	01/10/06	0.60	REVIEW AND COMMENT ON 10-K MATERIAL (0.6).
MATZ TJ	01/11/06	1.00	REVIEW AND COMMENT ON DISCLOSURE LANGUAGE (0.3); FOLLOW UP WORK RE SAME (0.7).
MATZ TJ	01/12/06	0.70	CONTINUING REVIEW AND REVISE DRAFT 10-K (0.7).
		2.30	
Total Counsel		2.30	
GIBSON ML	01/03/06	4.30	REVIEWED MSA AND SUMMARY AND REVISED AND DISTRIBUTED SUMMARY (3.9); DISCUSSIONS RE SAME (0.2); TELECONFERENCE RE REGULATION FD ISSUES RELATING TO TAX MATTER (0.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GIBSON ML	01/04/06	0.30	DISCUSSIONS RE 10-K (0.3).
GIBSON ML	01/05/06	1.90	DRAFTED 8-K RE TRANSFER ORDER (1.6); MULTIPLE TELECONFERENCES RE SAME (0.3).
GIBSON ML	01/06/06	3.00	REVIEWED AND COMMENTED ON ENGAGEMENT LETTERS FOR ADVISORS AND DISCUSSIONS RE SAME (1.2); ALL HANDS TELECONFERENCE (1.0); REVISED AND DISTRIBUTED 8-K FOR TRADING ORDER (0.6); MULTIPLE TELECONFERENCES/CORRESPONDENCE RE SAME AND 10-K REVIEW (0.2).
GIBSON ML	01/08/06	1.10	BEGAN REVIEWING PORTIONS OF 10-K AND PRECEDENT (1.1).
GIBSON ML	01/09/06	4.10	MULTIPLE DISCUSSIONS RE 10-K REVISIONS (0.3); REVISED PORTION OF 10-K RE BANKRUPTCY MATTERS (1.7); REVIEWED PRECEDENT AND BEGAN REVISING RISK FACTORS FOR 10-K (0.9); REVIEWED TRADING ORDERS 8-K AND ORGANIZED DELIVERY OF EXHIBITS AND MULTIPLE TELECONFERENCES/CORRESPONDENCE RE FILING (0.7); TELECONFERENCES/RESEARCH RE COMPLIANCE WITH CERTAIN 10-K REQUIREMENTS (0.5).
GIBSON ML	01/10/06	4.20	DRAFTED RISK FACTORS AND REVISED BANKRUPTCY RIDER FOR 10-K (3.3); MULTIPLE DISCUSSIONS AND CORRESPONDENCE WITH INTERNAL TEAM RE RESEARCH MATTERS ON 10-K DISCLOSURE (0.9).
GIBSON ML	01/11/06	2.10	REVISED RIDERS FOR 10-K AND TELECONFERENCES/CORRESPONDENCE WITH CLIENT AND INTERNAL TEAM RE SAME (2.1).
GIBSON ML	01/12/06	3.00	MULTIPLE TELECONFERENCES/CORRESPONDENCE RE 10- K RIDERS AND FINALIZED AND DISTRIBUTED SAME (2.9); PREPARED AGENDA ITEMS FOR TELECONFERENCE AND DISCUSSIONS INTERNALLY RE SAME (0.1).
GIBSON ML	01/24/06	2.80	MULTIPLE TELECONFERENCES/DISCUSSIONS RE 8-K FILING OF GENERAL PRINCIPALS; REVIEWED PRECEDENT RE SAME AND REVIEWED AND COMMENTED ON MULTIPLE DRAFTS OF SAME (1.9); REVIEWED 8-K FOR IMPAIRMENT AND RESEARCH RELATING TO SAME (0.9).
GIBSON ML	01/25/06	3.50	REVIEWED CONFIDENTIALITY AGREEMENT (2.6); DISCUSSED 8-K RE IMPAIRMENT; REVIEWED FAS 121 AND REVISED 8-K AND DISTRIBUTED MULTIPLE DRAFTS (0.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GIBSON ML	01/26/06	1.40	MULTIPLE REVISIONS TO CONFIDENTIALITY AGREEMENT AND DISCUSSIONS RE SAME (1.4).
GIBSON ML	01/27/06	1.20	ALL HANDS TELECONFERENCE (0.9); TELECONFERENCES RE CONFIDENTIALITY AGREEMENT AND REVISED AND DISTRIBUTED (0.2); TELECONFERENCE RE 8-K CHANGES (0.1).
GIBSON ML	01/28/06	0.50	CORRESPONDENCE RE CONFIDENTIALITY AGREEMENT CHANGES AND DISTRIBUTED MARKED COPY (0.5).
GIBSON ML	01/30/06	0.60	MULTIPLE DISCUSSIONS/CORRESPONDENCE RE 8-KS OR POTENTIALS ON MORS, 341 MOTION, GLOBAL NOTES AND IMPAIRMENT AND CONFIDENTIALITY AGREEMENT (0.4); REVIEWED LATEST DRAFT OF 8-K RE MOR'S AND IMPAIRMENT (0.2).
		34.00	
HUR J	01/05/06	7.80	RESEARCH AMENDED CERTIFICATE OF INCORPORATIONS OF COMPANIES EMERGING FROM CHAPTER 11 REORGANIZATION (2.8); RESEARCH DISCLOSURE OF RISK FACTORS CONTAINED IN 10-K AND REPORT FINDINGS (2.7); BEGIN 10-K RULES CHECK (2.3).
HUR J	01/06/06	3.20	RESEARCH SEC RELEASE RE SECURITIES OFFERING REFORM FOR ADDITIONS TO FORM 10-K (0.7); COMPLETE RULES CHECK (2.5).
		11.00	
MEISLER RE	01/17/06	0.40	CONFERENCE WITH S. CORCORAN RE INVESTMENT PROCEDURES (0.1); REVIEWED AND COMMENTED ON DRAFT OF SAME (0.3).
MEISLER RE	01/18/06	0.40	CONTINUED ANALYSIS OF INVESTMENT PROCEDURES (0.4).
MEISLER RE	01/24/06	2.90	REVIEWED LAW DEBENTURE CORRESPONDENCE (0.3); DRAFTED CONFIDENTIALITY AGREEMENT IN CONNECTION WITH LAW DEBENTURE REQUEST FOR INFORMATION (2.6).
MEISLER RE	01/26/06	1.00	ATTENTION TO DELPHI REQUEST RE COORDINATION OF COMMUNICATIONS IN CONNECTION WITH MEDIA INQUIRIES (0.5); TELECONFERENCE WITH S. CORCORAN, M. LOEB RE SAME (0.5).
MEISLER RE	01/27/06	0.50	REVIEWED AND REVISED LAW DEBENTURE CONFIDENTIALITY AGREEMENT AND PROVIDED COMMENTS RE SAME (0.5).
		5.20	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	01/23/06	1.60	ADDRESS ISSUES RE TOPRS LIQUIDATION AND RELATED TAX MATTERS (1.0); DISCUSS SAME WITH COUNSEL FOR SUBORDINATED NOTES TRUSTEE RE POSSIBLE MOTION TO AUTHORIZE LIQUIDATION OF TRUST (0.4); FOLLOW UP MATTERS RE SAME (0.2).
TOUSSI S	01/25/06	1.60	REVIEW SUBORDINATED NOTE INDENTURES (0.8); REVISE MEMO RE NOTES, TOPRS, AND RELATED DOCUMENTS AND CIRCULATE SAME (0.8).
TOUSSI S	01/27/06	1.20	ADDRESS ISSUES RE TOPRS INDENTURES AND POTENTIAL MOTION BY LAW DEBENTURES RE LIQUIDATING TRUST ENTITIES (1.2).

4.40

TURMAN LPI RE	01/12/06	1.60	REVISE 10-K (1.6)	
		1.60		
Total Associate		56.20		
TOTAL TIME		<u>111.70</u>		

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

Delphi Corporation (DIP)
General Corporate Advice

Bill Date: 02/28/06
Bill Number: 1108418

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	01/18/06	Cochran EL	1,102.19
Air/Rail Travel - vendor feed	01/29/06	Easley S	174.31
Air/Rail Travel - vendor feed	01/29/06	Gerritz D	174.31
Air/Rail Travel - vendor feed	01/30/06	Olasky P	1,112.19
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$2,563.00
In-house Reproduction	01/06/06	Copy Center, D	30.30
In-house Reproduction	01/10/06	Copy Center, D	0.40
In-house Reproduction	01/10/06	Copy Center, D	3.50
In-house Reproduction	01/13/06	Copy Center, D	93.20
In-house Reproduction	01/20/06	Copy Center, D	4.40
In-house Reproduction	01/20/06	Copy Center, D	42.70
In-house Reproduction	01/24/06	Copy Center, D	18.10
In-house Reproduction	01/27/06	Copy Center, D	102.80
In-house Reproduction	01/31/06	Copy Center, D	13.60
		TOTAL IN-HOUSE REPRODUCTION	\$309.00
Telephone Expense	01/27/06	Telecommunications, D	4.03
Telephone Expense	01/27/06	Telecommunications, D	4.78
Telephone Expense	01/27/06	Telecommunications, D	0.19
		TOTAL TELEPHONE EXPENSE	\$9.00
Westlaw	01/31/06	Cleary MA	10.00
		TOTAL WESTLAW	\$10.00
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	9.31
Vendor Hosted Teleconferencing	12/31/05	Teleconferencing Services, LLC	17.24
Vendor Hosted Teleconferencing	01/31/06	Teleconferencing Services, LLC	11.45
Vendor Hosted Teleconferencing	01/31/06	Global Securities	108.40

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	01/31/06	Global Securities	240.63
Vendor Hosted Teleconferencing	01/31/06	Global Securities	30.35
Vendor Hosted Teleconferencing	01/31/06	Global Securities	201.62
		TOTAL VENDOR HOSTED TELECONFERENCING	\$619.00
Air/Rail Travel (external)	01/16/06	Butler, Jr. J	138.17
Air/Rail Travel (external)	01/29/06	Butler, Jr. J	85.83
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$224.00
Out-of-Town Travel	01/16/06	Butler, Jr. J	89.45
Out-of-Town Travel	01/16/06	Butler, Jr. J	48.01
Out-of-Town Travel	01/16/06	Butler, Jr. J	14.01
Out-of-Town Travel	01/16/06	Butler, Jr. J	294.75
Out-of-Town Travel	01/29/06	Butler, Jr. J	240.34
Out-of-Town Travel	01/29/06	Butler, Jr. J	18.51
Out-of-Town Travel	01/29/06	Butler, Jr. J	130.93
		TOTAL OUT-OF-TOWN TRAVEL	\$836.00
Messengers/ Courier	01/05/06	Dist Serv/Mail/Page, D	28.46
Messengers/ Courier	01/05/06	Dist Serv/Mail/Page, D	36.39
Messengers/ Courier	01/19/06	Dist Serv/Mail/Page, D	6.15
		TOTAL MESSENGERS/ COURIER	\$71.00
Out-of-Town Meals	01/16/06	Butler, Jr. J	16.94
Out-of-Town Meals	01/29/06	Butler, Jr. J	63.14
Out-of-Town Meals	01/29/06	Butler, Jr. J	21.92
		TOTAL OUT-OF-TOWN MEALS	\$102.00
Outside Research/Internet Services	01/06/06	Pacer Service Center	1.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$1.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Contracted Catering-NY	01/31/06	Cochran EL	90.00
		TOTAL CONTRACTED CATERING-NY	\$90.00
CLR/Disclosure	12/31/05	Global Securities	39.01
CLR/Disclosure	12/31/05	Global Securities	41.17
CLR/Disclosure	12/31/05	Global Securities	52.01
CLR/Disclosure	12/31/05	Global Securities	67.18
CLR/Disclosure	12/31/05	Global Securities	239.45
CLR/Disclosure	12/31/05	Global Securities	132.18
		TOTAL CLR/DISCLOSURE	\$571.00
		TOTAL MATTER	\$5,405.00